

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

**Case No. 01-1139 (JKF)
Jointly Administered**

Objection Date: August 31, 2011 at 4:00 p.m.

Hearing: Schedule if Necessary (Negative Notice)

**AMENDED NOTICE OF FILING OF SIXTY-SEVENTH MONTHLY INTERIM
APPLICATION OF DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD MAY 1, 2011 THROUGH MAY 31, 2011**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee;
(4) Counsel to the Official Committee of Unsecured Creditors;
(5) Counsel to the Official Committee of Asbestos Personal Injury Claimants;
(6) Counsel to the Official Committee of Asbestos Property Damage Claimants;
(7) Counsel to the Official Committee of Equity Holders; and
(8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR"), has filed and served his Sixty-Sixth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the time period May 1, 2011 through May 31, 2011 seeking payment of fees in the amount of \$400.00 (80% of \$500.00) and no expenses for a total of \$400.00 (the "Application").

This Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Official Committee Members signed April 17, 2002, amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and

Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **August 31, 2011 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, John Donley, Esquire, and Adam Paul, Esquire, Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase

Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: David M. Klauder, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: August 11, 2011

By: /S/ DEBRA L. FELDER

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
Debra L. Felder, admitted *pro hac vice*
Columbia Center
1152 15th Street, NW
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(202) 339-8400

—and—

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
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*Co-Counsel to David T. Austern,
Asbestos PI Future Claimants' Representative*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

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Jointly Administered**

Objection Date: August 31, 2011 at 4:00 p.m.

Hearing: Schedule if Necessary (Negative Notice)

**AMENDED COVER SHEET TO SIXTY-SEVENTH MONTHLY INTERIM
APPLICATION OF DAVID T. AUSTERN, ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
MAY 1, 2011 THROUGH MAY 31, 2011**

Name of Applicant:	David T. Austern, Asbestos PI Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	As the FCR
Date of Retention:	May 25, 2004
Period for which compensation is sought:	May 1, 2011 through May 31, 2011
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$500.00
80% of fees to be paid:	\$400.00 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 0.00
Total Fees @ 80% and 100% Expenses:	\$400.00

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtors are authorized and directed to pay 80% of fees and 100% expenses.

This is an: ___ interim X monthly ___ final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. Such time spent on such tasks will be requested in subsequent monthly interim applications or have been performed by the FCR's bankruptcy counsel, Orrick, Herrington & Sutcliffe LLP.

COMPENSATION SUMMARY
MAY 2011

<u>Name of Professional Person</u>	<u>Position of Applicant</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David T. Austern	Future Claimants' Representative	\$500.00	1.00	\$500.00
Grand Total:			1.00	\$500.00
Blended Rate: \$500.00				

Total Fees: \$500.00
Total Hours: 1.00
Blended Rate: \$500.00

COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Plan & Disclosure Statement	1.00	\$500.0
TOTAL	1.00	\$500.00

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Total</u>
No Expenses	\$0.00
TOTAL	\$0.00

Respectfully submitted,

Dated: August 9, 2011

/S/ DAVID T. AUSTERN

David T. Austern
Claims Resolution Management Corporation
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042-0683
(703) 205-0835

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VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Asbestos PI Future Claimants' Representative appointed by the Court in these cases.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.

/S/ DAVID T. AUSTERN
DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME
THIS 9TH DAY OF AUGUST, 2011

/S/ DEBRA BAKER JONES
Notary Public

My commission expires: 3/31/2014

EXHIBIT A

**David Austern, Futures Representative for W.R. Grace
Billing Statement for May 2011**

<u>Date</u>	<u>Services</u>	<u>Hours</u>
5/18/11	Telephone conference with R. Frankel re status of District Court briefs	.20
5/25/11	Review of Grace Financial Statements	.80
Total Hours:		1.00
Total Fees (\$500.00 per hour)		<u>\$500.00</u>
No Expenses		
Total Fees & Expenses		<u>\$500.00</u>

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on August 11, 2011, I caused the *Amended Notice and Amended Cover Sheet to Sixty-Seventh Monthly Interim Application of David T. Austern, Asbestos PI Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the Period May 1, 2011 through May 31, 2011* to be served upon those persons in the manner set forth below:

Email: ljones@pszjlaw.com

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David W. Carickhoff, Jr., Esquire
Pachulski Stang Ziehl & Jones LLP

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Kramer Levin Naftalis & Frankel LLP

/S/ DEBRA O. FULLEM

Debra O. Fullem
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